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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

MARK NEWBY,

Plaintiff

V.

ENRON CORP., ET AL.,

Defendants

INVESTORS PARTNER LIFE INSURANCE
COMPANY, JOHN HANCOCK LIFE INSURANCE
COMPANY, and JOHN HANCOCK VARIABLE
LIFE INSURANCE COMPANY, Individually and on
Behalf of All Others Similarly Situated,

Plaintiffs

V.

KENNETH L. LAY, et al.

Defendants

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Consolidated Lead No. H-01-3624

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Civil Action No. H-02-1364 ✓

**PLAINTIFFS' INVESTORS PARTNER LIFE INSURANCE COMPANY, JOHN
HANCOCK LIFE INSURANCE COMPANY, and JOHN HANCOCK VARIABLE LIFE
INSURANCE COMPANY, INDIVIDUALLY AND ON BEHALF OF ALL OTHERS
SIMILARLY SITUATED, MOTION FOR LEAVE TO FILE AMENDED COMPLAINT**

Plaintiffs INVESTORS PARTNER LIFE INSURANCE COMPANY, JOHN HANCOCK
LIFE INSURANCE COMPANY (formerly John Hancock Mutual Life Insurance Company), and
JOHN HANCOCK VARIABLE LIFE INSURANCE COMPANY, individually and on behalf of all
others similarly situated, ("Plaintiffs") file this Motion for Leave to File their Amended Complaint
for the purpose of joining as additional defendants Andersen Worldwide, S.C., Andersen Co. (India),

Arthur Andersen-Puerto Rico, Andersen LLP (Cayman Islands), Arthur Andersen-Brazil, and Arthur Andersen (United Kingdom), and in support of this motion, plaintiffs respectfully show the court the following:

1. On April 11, 2002, Plaintiffs filed their original class action complaint for violations of the federal securities laws against various Defendants, not including Defendants Andersen Worldwide, S.C., Andersen Co. (India), Arthur Andersen-Puerto Rico, Andersen LLP (Cayman Islands), Arthur Andersen-Brazil, and Arthur Andersen (United Kingdom).

2. On July 11, 2003, this court stayed the filing of any amended pleadings in all *Newby* consolidated and coordinated cases until the motions for class certification in those actions are resolved by this court. See this court's scheduling order in MDL 1446 (Docket No. 128) at 3, paragraph I.B.

3. On November 5, 2003, this court entered a memorandum, findings of fact and conclusions of law relating to the stipulation of partial settlement, establishing a settlement fund between representative plaintiffs in the *Newby*, *Regents of University of California*, *Washington State Investment Board*, *Tittle* actions, and Arthur Andersen Worldwide Societe Cooperative and three defendant member firms, those being Arthur Andersen (United Kingdom), Arthur Andersen-Brazil, and Andersen Co. (India).

4. Plaintiffs' claims against the Defendants arise from their purchase of non-publicly traded securities at artificially inflated prices between October 19, 1998 and November 27, 2001, inclusive, that were issued by Enron Corporation, by Enron affiliates, or by trust or other issuers, as further detailed in Plaintiffs' Amended Class Action Complaint. Specifically, Plaintiff Investors Partners Life Insurance Company purchased in excess of \$3 million of class securities at artificially

inflated prices. Plaintiff John Hancock Life Insurance Company purchased in excess of \$200 million of class securities at artificially inflated prices, and John Hancock Variable Life Insurance Company purchased in excess of \$12 million of class securities at artificially inflated prices.

5. Plaintiffs and members of the class purchased the class securities in reliance on statements made by the Defendants concerning the financial health of Enron and in the belief that the underlying transactions were legitimate transactions that were entered into for legitimate purposes and would be properly accounted for in Enron's financial statements.

6. Arthur Andersen LLP, already a named Defendant to Plaintiffs' class action complaint for violations of the federal securities laws, is a part of Andersen Worldwide. Arthur Andersen LLP participated in and coordinated the 1997 through 2000 audits of Enron, in addition to providing consultation services to Enron.

7. Defendant Andersen Worldwide, S.C., is comprised of a Societe Cooperative, Switzerland, a partnership organized under the Swiss federal code of obligations, the Andersen Worldwide member firms, and the partners of Andersen Worldwide Societe Cooperative. Various individuals who are partners of Andersen Worldwide participated in the 1997 through 2000 audits of Enron. Andersen Worldwide and Arthur Andersen, LLP, dictate the policies and procedures to be used within Andersen throughout the world.

8. Defendant Andersen Co. India is part of Andersen Worldwide and participated in the 1997 through 2000 audits of Enron.

9. Defendant Arthur Andersen – Puerto Rico is part of Andersen Worldwide and participated in the 1997 through 2000 audits of Enron.

10. Defendant Andersen LLP (“Anderson - Cayman Islands”) is part of Andersen Worldwide and participated in the 1997 through 2000 audits of Enron.

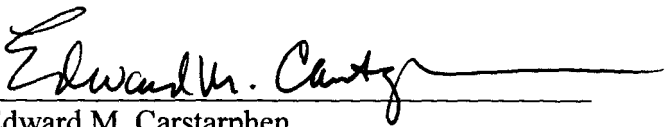
11. Defendant Arthur Andersen – Brazil is part of Andersen Worldwide and participated in the 1997 through 2000 audits of Enron.

12. Defendant Arthur Andersen United Kingdom is part of Andersen Worldwide and participated in the 1997 through 2000 audits of Enron.

13. Plaintiffs seek leave to file this amended complaint to add these new defendants for the purpose of protecting their interests.

For the foregoing reasons, Plaintiffs respectfully request the court grant Plaintiffs leave to file the attached and contemporaneously filed Amended Class Action Complaint for Violations of the Federal Securities Laws.

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Civil Action No. H-02-1364

ORDER GRANTING LEAVE TO FILE AMENDED PETITION

The court has considered the motion and orders that Plaintiffs' INVESTORS PARTNER LIFE INSURANCE COMPANY, JOHN HANCOCK LIFE INSURANCE COMPANY (formerly John Hancock Mutual Life Insurance Company), and JOHN HANCOCK VARIABLE LIFE INSURANCE COMPANY, Motion for Leave to File Amended Complaint is hereby **GRANTED**. It is further

ORDERED that Plaintiffs INVESTORS PARTNER LIFE INSURANCE COMPANY, JOHN HANCOCK LIFE INSURANCE COMPANY (formerly John Hancock Mutual Life Insurance

Company), and JOHN HANCOCK VARIABLE LIFE INSURANCE COMPANY, are hereby granted leave, *nunc pro tunc*, to file their amended class action complaint for violations of the federal securities laws on April ____, 2004, and the amended class action complaint for violations of the federal securities laws is hereby accepted as filed on April ____, 2004.

Signed this ____ day of _____, 2004

JUDGE PRESIDING